



## Union Tank Car Company

225 West Washington Street  
Chicago, Illinois 60606  
312/372-9500

RECORDATION NO. 16594-F FILED 1425

MAR 3 1994 -9 50 AM

INTERSTATE COMMERCE COMMISSION

### FEDERAL EXPRESS

March 1, 1994

Interstate Commerce Commission  
12th St. & Constitution Ave., N.W.  
Washington, DC 20423

RECORDATION NO. 16594-F FILED 1425

MAR 3 1994 -9 50 AM

INTERSTATE COMMERCE COMMISSION

Attn: Ms. Mildred R. Lee  
Room 2303

Re: Equipment Trust Agreement (Series 21)  
Recordation No. 16594

Dear Ms. Lee:

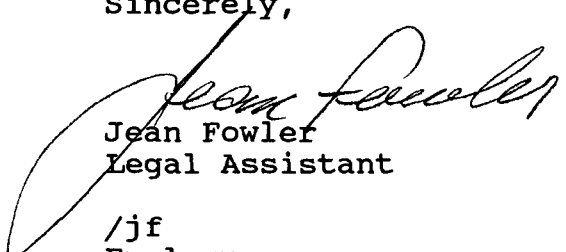
Enclosed are the original and two certified copies of the Second Supplemental Equipment Trust Agreement dated as of February 11, 1994, between Union Tank Car Company and Citibank, N.A., as Trustee. Also enclosed are the original and two certified copies of a Bill of Sale from the Trustee to Union Tank Car Company.

Please file both of these documents as supplements to the filing referred to above. Enclosed is our check in the amount of \$36 for the filing fee. Please return the certified copies of each of the documents, stamped to show the filing, to me by Federal Express in the envelope enclosed herewith for your use.

If you have any questions, please call me at (312) 845-5457.

Thank you.

Sincerely,

  
Jean Fowler  
Legal Assistant

/jff  
Enclosures



A MEMBER OF THE MARMON GROUP OF COMPANIES

**Interstate Commerce Commission**  
**Washington, D.C. 20423**

3/7/94

OFFICE OF THE SECRETARY

Jean Fowler

Legal Assistant

Union Tank Car Company

225 W Washington St

Chicago, Illinois 60606

Sir:

The enclosed document(s) was recorded pursuant to the provisions  
of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303,  
on 3/3/94 at 9:50am, and assigned  
recordation number(s). 7299-AA, 7299-BB & 16594-BB & 16594-F

Sincerely yours,

Secretary  
SIDNEY L. STRICKLAND, JR.

Enclosure(s)

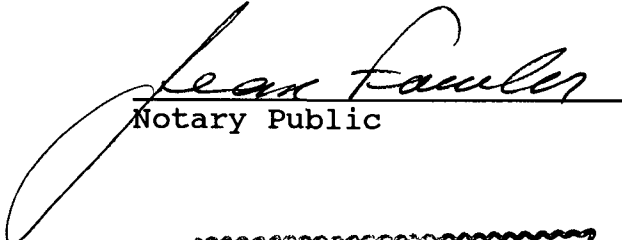
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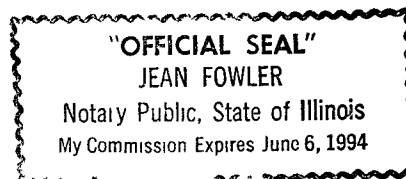
STATE OF ILLINOIS)  
                                  )  
COUNTY OF COOK        )

CERTIFICATE

The undersigned, Jean Fowler, a Notary Public in and for said County and State, hereby states that she has compared the attached copy of the Second Supplemental Trust Agreement dated as of February 11, 1994, with the original document thereof and hereby certifies that such attached copy is a true and correct copy of the original document in all respects.

In Witness Whereof, the undersigned has set her hand and seal this 28th day of February, 1994.

  
Notary Public



SECOND SUPPLEMENTAL TRUST AGREEMENT

UNION TANK CAR COMPANY (SERIES 21)

RECORDATION NO. 1657 H-E  
MAR 3 1994 -9 50 AM  
INTERSTATE COMMERCE COMMISSION  
FILED 1425

THIS SECOND SUPPLEMENTAL TRUST AGREEMENT, dated as of February 11, 1994, by and between Union Tank Car Company ("Company"), a corporation duly organized and existing under the laws of Delaware, and Citibank, N.A. ("Trustee").

Recitals

A. Company has heretofore executed and delivered to Trustee an Equipment Trust Agreement ("Trust Agreement") dated as of October 13, 1989, providing for the issue of its Equipment Certificates (Series 21) in the aggregate principal amount of \$100,000,000.

B. Company desires to comply with Section 5.06 of the Trust Agreement by the execution of a Supplement thereto, to evidence the inclusion of Equipment as a part of the Trust Equipment under the Trust Agreement.

Agreement

Company hereby covenants and agrees with Trustee, for the equal and proportionate benefit of the respective holders from time to time of the Trust Certificates, as follows:

1. Substitution of Equipment. The Equipment described in Schedule A hereto is hereby substituted for the Equipment described in Schedule B hereto.


2. Substituted Equipment Subject to Trust Agreement. The Equipment described in Schedule A hereto is hereby included as part of the Trust Equipment under the Trust Agreement and is and shall be subject to all the terms and conditions of the Trust Agreement in all respects. The Equipment described in Schedule B hereto is hereby removed from the list of Trust Equipment under the Trust Agreement and is no longer subject to any provisions of the Trust Agreement.

3. Concerning Trustee. Trustee accepts the provisions of this Supplemental Trust Agreement but only upon the terms and conditions set forth in the Trust Agreement, as amended. Without limiting the generality of the foregoing, Trustee assumes no responsibility for the correctness of the recitals herein contained, which shall be taken as the statement of Company. Trustee makes no representations and shall have no responsibility as to the validity of this Supplemental Trust Agreement.


4. Miscellaneous. Except as hereby expressly provided, the Trust Agreement is in all respects ratified and confirmed and all the terms, provisions and conditions thereof shall be and remain in full force and effect. The Supplemental Trust Agreement may be executed in any number of counterparts, each of which shall be an original.

Company and Trustee have caused this Supplemental Trust Agreement to be duly executed by their respective officers thereunto duly authorized and their respective corporate seals, duly attested, to be hereunto affixed, all as of the date first stated above.

UNION TANK CAR COMPANY

By:   
R. C. Gluth,  
Executive Vice President

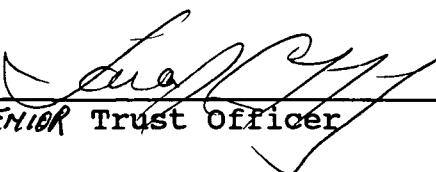
Attest:

  
Robert W. Webb, Secretary

CITIBANK, N.A.

By:   
P. DeFELICE  
Vice President

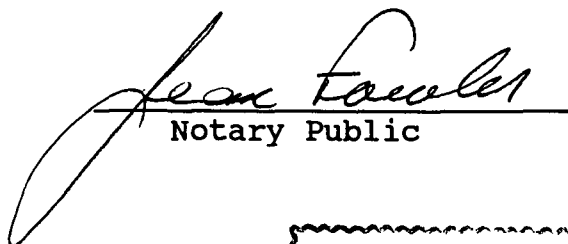
Attest:

  
SENIOR Trust Officer

UTC2044

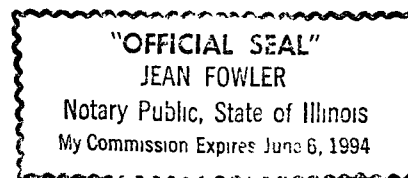
STATE OF ILLINOIS     )  
                                  )   ss  
COUNTY OF COOK        )

On February 11, 1994, before me personally came R. C. Gluth, to me known, who, being by me duly sworn, did depose and say that he is Executive Vice President of Union Tank Car Company, one of the corporations described in and which executed the foregoing instrument; that he knows the seal of said corporation; that the seal affixed to said instrument is such corporate seal; that it was so affixed by order of the Board of Directors of said corporation; and that he signed his name thereto by like order.

  
Notary Public

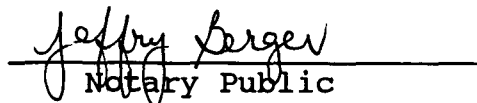
My Commission Expires:

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STATE OF NEW YORK     )  
                                  )   ss  
COUNTY OF NEW YORK )

On this 25<sup>th</sup> day of February, 1994, before me personally came P. DEVELICE, to me known, who, being by me duly sworn, did depose and say that he/she is VICE PRESIDENT of Citibank, N.A., one of the corporations described in and which executed the foregoing instrument; that he/she knows the seal of said corporation; that the seal affixed to said instrument is such corporate seal; that it was so affixed by order of the Board of Directors of said corporation; and that he/she signed his/her name thereto by like order.

  
Notary Public

My Commission Expires:

\_\_\_\_\_

JEFFRY BERGER  
Notary Public, State of New York  
No 01BE5015814  
Qualified in Kings County  
Commission Expires July 26, 1995

UTC2044

UNION TANK CAR COMPANY - TREASURERS DEPARTMENT  
DESCRIPTION OF EQUIPMENT FOR SUBSTITUTION  
SCHEDULE A - SERIES R021

<u>QUANTITY</u>	<u>A A R MECHANICAL CODE</u>	<u>CAPACITY GALLONS/ CUFT</u>	<u>ROAD NUMBERS</u>
53	C214	5,800	UTCX 47634-47641, UTCX 47643-47644, UTCX 48180, UTCX 48183- 48184, UTCX 48186-48205, UTCX 48207-48223, UTCX 59068-59069, UTCX 59073
<hr/>			
53	TOTAL		

UNION TANK CAR COMPANY - TREASURERS DEPARTMENT  
WRECKED/RETIRED CARS (SCHEDULE B)  
SERIES 21 (R21)

<u>QUANTITY</u>	<u>A.A R MECHANICAL CODE</u>	<u>CAPACITY GALLONS/ CUFT</u>	<u>ROAD NUMBERS</u>
53	C214	5,800	UTCX 47815-47820, UTCX 47822-47862, UTCX 47864-47869
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53	TOTAL		